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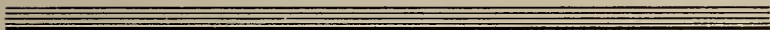
CHARTER

OF

Sweet Briar Institute

AND OF THE

Amendments to Said Charter



COPY OF CHARTER OF SWEET BRIAR INSTITUTE AND
OF THE AMENDMENT TO SAID CHARTER

CHAP. 123.—An ACT to incorporate the Sweet Briar institute,
in the county of Amherst, Virginia

Approved February 9, 1901

Whereas Indiana Fletcher Williams, late of the county of Amherst, did, upon the third day of April, eighteen hundred and ninety-nine, make and publish her last will and testament, which was duly admitted to probate in the county court of Amherst county on the twenty-third day of November, nineteen hundred; and

Whereas the eighth and thirteenth clauses of her said will are in the following words and figures—to-wit:

“Eighth. I give to my cousin, Mary Lee Page, residing in the city of Richmond, Virginia, my plantation named ‘Mount Saint Angelo,’ which consists of one thousand and fifty acres, and adjoins ‘Sweet Briar plantation,’ situated about three miles south of Amherst village, Amherst county, Virginia—to have and to hold for and during her lifetime; and upon her death the said plantation shall fall into and become a part of my residuary estate; and I hereby give and devise the same as expressed in the following ‘thirteenth’ clause of this, my will, upon the same trusts, for the same uses, and subject to the same prohibition against the sale or alienation thereof, as are therein declared with reference to my Sweet Briar plantation.

“Thirteenth. I give and devise all my plantation and tract of land known as Sweet Briar plantation, situated in said Amherst county, Virginia, between the road leading from Amherst to Lynchburg and the road from Amherst to McIvors railroad station, together with everything on said plantation (except certain articles in my house already given); also, all my land known as the ‘Smoky hollow place,’ and the adjoining lands on Paul’s mountain, in said Amherst county; also, my place known as the Halliday tract, containing about five hundred and eleven acres, situated in said Amherst county; also, the two tracts of land devised to me by the will of my late brother, Sidney Fletcher, adjoining Sweet Briar plantation, and now rented and occupied for the year eighteen hundred and ninety-nine by C. E. Carter and C. Dawson; also, the twelve tracts of land located in Pedlar district, Amherst county, Virginia, devised to me by the will of my late brother, Sidney Fletcher; also, my lot on Main street, in Lynchburg, Virginia, adjoining the Presbyterian church; also, my lot in Lynchburg on Diamond Hill, between Court and Clay

streets, containing two and a half acres; also, all of my other real estate situated in the city of Lynchburg, Virginia, devised to me by the will of my late brother, Sidney Fletcher; and also, the rest and remainder of all my real and personal property (except that heretofore mentioned in this will), whatsoever and wheresoever it may be situated, unto the Right Reverend A. M. Randolph (who is the Bishop of the Southern Diocese of Virginia), the Reverend T. M. Carson, of Lynchburg, Virginia, Stephen R. Harding, of Amherst county, Virginia, and the Reverend Arthur P. Gray, of Amherst, Virginia, and the survivors or survivor of them, as trustees upon the trusts and with the powers and duties hereinafter specified—that is to say:

1. “I direct the said trustees forthwith after my decease to procure the incorporation in the state of Virginia of a corporation to be called the ‘Sweet Briar institute,’ such corporation to be created by due process of law, either under the general laws relating to the formation of corporations or by a special charter to be obtained from the legislature of the state of Virginia.

“The said corporation shall be formed for the object and with the power of establishing and maintaining within the state of Virginia a school or seminary for the education of white girls and young women, and shall be clothed with capacity to take by deed or will, by gift or purchase, and to hold real estate and personal property. Its affairs shall be managed by a board of seven (7) directors, who shall have the power to fill vacancies in their number, and the first board of directors shall be named and appointed by the trustees hereinbefore named.

“Immediately upon the formation and organization of such corporation, the said trustees shall grant and convey, and I hereby give and devise, the said real estate and personal property last above described to the said corporation, to have and to hold the same unto it and its successors forever, upon the conditions and for the purposes hereinafter declared, which it shall accept and assume—namely: The said corporation shall with suitable dispatch establish, and shall maintain and carry on upon the said plantation, a school or seminary to be known as the ‘Sweet Briar institute,’ for the education of white girls and young women. It shall be the general scope and object of the school to impart to its students such education in sound learning, and such physical, moral and religious training as shall, in the judgment of the directors, best fit them to be useful members of society. No part of the said Sweet Briar plantation and the two tracts of land adjoining, now rented and occupied by C. E. Carter and C. Dawson for the year eighteen hundred and ninety-nine, as above mentioned, shall at any time be sold or alienated by the corporation; but it shall have the power to lease or hire

out such portions thereof as may not be directly needed for the occupation of the school and its surrounding grounds. The personal property herein given shall be kept inviolate as an endowment fund, which shall be invested and re-invested by the corporation, and of which the income only shall be used for the support and maintenance of the school; but the corporation shall have the power to expend a part of the principal in erecting and equipping such buildings and making such improvements upon the said plantation as the directors may deem expedient and proper for the use of the school. I desire that the school shall be made self-supporting, so far as practicable; but it is my hope that the board of directors may be able, from the income placed at their disposal, to establish scholarships affording tuition and maintenance for a limited number of deserving students, which scholarships shall be awarded under such rules and regulations as the board may prescribe.

“The foregoing devise and bequests are made upon the condition that the said corporation shall keep in repair and in good order the cemetery on Monument hill forever.

“This bequest, devise and foundation are made in fulfillment of my own desire, and of the especial request of my late husband, James Henry Williams, solemnly conveyed to me by his last will and testament, for the establishment of a perpetual memorial of our deceased daughter, Daisy Williams”; and

Whereas the trustees named in the thirteenth clause of the said will, in conformity with the desire of the testatrix expressed therein, desire that a corporation shall be created for the purpose of carrying out the expressed wishes and aims of the said Indiana Fletcher Williams as set forth in the said will; and

Whereas it is now deemed advisable by the general assembly of Virginia to create such a corporation as is suggested in the said will, with power to receive and hold all of the property therein described and to accept the real and personal property therein devised and bequeathed, subject to the terms and conditions specifically prescribed in the said will; now, therefore,

1. Be it enacted by the general assembly of Virginia, That a corporation and body politic is hereby created, under the name and style of the Sweet Briar institute, and by that name the said corporation shall have perpetual succession with all the powers and rights herein specifically granted, or which, under the general law of the state of Virginia, may pertain to corporations of a like character.

The said corporation shall further have power to sue and be sued by its corporate name; to adopt a common seal, which it may alter at its pleasure; to contract and be contracted with; to receive and hold property, both real and personal, or any other kind of property, by purchase, exchange, devise, gift,

bequest, or by any other mode by which property may be acquired, and to sell or otherwise dispose of the same when the interest of the said corporation may require it, and when its powers in that respect are not otherwise restricted.

2. That the said corporation shall be governed and controlled by a board of seven directors, who shall be appointed by the trustees named in the thirteenth clause of the will of said Indiana Fletcher Williams, and shall constitute the corporators of said corporation.

The said board shall have the right upon the happening of any vacancy therein by death, resignation, or otherwise, to elect a successor to fill such vacancy; and shall further have the right, by a vote of five of its members, and for cause, to remove any of its members, and elect a successor to the person so removed. The board, so constituted, shall have under its control all the affairs of the said corporation, and from its own body shall have power to elect a president and vice-president, for such terms as it may think proper; and shall also have power to select all other officers and employees who, in its opinion, may be requisite to the conduct of the corporation herein created; to assign their duties, functions, and obligations; fix their compensation, and, when necessary, require of them proper official bonds to secure the faithful performance of their duties, respectively. It shall also have the right to adopt by-laws, rules and regulations for its own deliberations, and for defining its powers and duties, and for regulating the conduct of the business of the corporation, and may appoint executive and other committees from its own body and delegate to them such of its powers as it may deem advisable.

3. That the said corporation hereby created is authorized and empowered to accept and hold all the property, both real and personal, devised and bequeathed to the trustees named in the said will, and through them to it, in anticipation of this act of incorporation, by the will of said Indiana Fletcher Williams, as set forth in the two clauses thereof hereinbefore quoted. And it is further authorized to accept and hold the same, subject to the powers and duties conferred and prescribed by this charter, and subject especially to the terms, conditions, and restrictions specially set forth in said will and for the purposes therein prescribed.

4. That the said Sweet Briar institute shall have power, and it is hereby made its duty, to establish with suitable dispatch and maintain and carry on upon the plantation named in said will, in the county of Amherst, a school or seminary to be known as the "Sweet Briar institute", for the education of white girls and young women.

The general scope and object of the school shall be to impart to its students such education in sound learning, and such physical, moral, and religious training as shall, in the judgment of the directors, best fit them to be useful members of society. The board of directors shall have power to establish free scholarships, affording tuition and maintenance for a limited number of deserving students, which scholarships shall be awarded under such rules and regulations as the board of directors may prescribe.

5. That the circuit court of Amherst county, or the judge thereof in vacation, in any proper suit, or upon petition filed in term, or before the judge in vacation, after reasonable notice, may, when the personal representative of the said Indiana Fletcher Williams shall pay money or turn over securities to this corporation belonging to it, under the bequest made by the said Indiana Fletcher Williams, order that no refunding bond shall be required of the said corporation for the sums so paid or the securities so turned over, and its receipt shall acquit the said personal representative for all liability for such payment or turning over, but such paying or turning over shall not relieve the fund or securities so paid or turned over, from liability for any legal obligation to which it would have been subject in the hands of the said personal representative.

This section shall not affect the general law of the state as to the settlement of fiduciary accounts, except to dispense with the refunding bond as indicated above, and the executor shall have and be entitled to the same rights, immunities, privileges, interests, and emoluments given him by law before the grant of this charter. Nothing in this act shall be construed as requiring or authorizing a court to require the executor to pay any money or turn over any property sooner than he is required to do by the general law in force at the time of his qualification as such executor.

6. The auditor of public accounts for and on behalf of the state of Virginia, and the board of supervisors of Amherst county for and on behalf of Amherst county, or any sub-division thereof, are hereby authorized and empowered to compromise, adjust, and settle any and all claims or demands of said state, county, or any sub-division of said county, against the estate of the said Indiana Fletcher Williams, or any estate in which she was interested. And the trustees named in the will of said Indiana Fletcher Williams or the board of directors herein mentioned and her personal representative are authorized and empowered to compromise, adjust, and settle any and all debts, claims or demands affecting said estate or any estate in which she was interested so far as it affects her estate: provided, that any such compromise, adjustment, and settlement shall be ap-

proved by the circuit court for Amherst county or the judge thereof in vacation.

7. This act shall be in force from its passage.

CERTIFICATE FOR AMENDMENT TO THE CHARTER
OF SWEET BRIAR INSTITUTE, GRANTED BY STATE
CORPORATION COMMISSION OF VIRGINIA, JULY 6,
1927.

Sweet Briar Institute, a corporation created under and by virtue of an Act of the General Assembly of Virginia, approved February 9, 1901, desiring to have its charter amended in the respects hereinafter set forth, executes this certificate as required by law through its President and under its corporate seal attested by its Secretary, and sets out:

1. That on the 6th day of June, 1927, after due notice to all of the Directors of the Corporation (which is a non stock corporation) and they being all the members of the Corporation having voting power of record, a meeting of the Board of Directors of said Corporation was duly held at the office of said corporation at Sweet Briar, Va., at which meeting a majority of said Board of Directors, a quorum for business meetings, was present, the following resolutions were unanimously adopted by said Board of Directors:

“Resolved that whereas under the second paragraph of the charter of Sweet Briar Institute as granted by an Act of the General Assembly of Virginia, approved February 9, 1901, the Board of Directors or said Institute was empowered ‘to adopt by-laws, rules and regulations for its own deliberations and for defining its powers and duties and regulating the conduct of the business of the corporation’, and under said authority said Board of Directors of said Corporation, being an educational institution, has from time to time conferred literary degrees upon students of the institution fulfilling certain educational requirements; and the said Board deems it advisable to have said charter amended and the corporate powers extended so that said corporation may award or confer scientific, professional and honorary degrees, as well as literary degrees;

THEREFORE BE IT, AND IT HEREBY IS FURTHER RESOLVED by the Board of Directors of Sweet Briar Institute that it is advisable and desirable to amend, change and alter the said charter of Sweet Briar Institute in the following particulars; viz:

To amend, change and alter paragraph No. 2 of said charter by adding to said paragraph No. 2 the following language: The Board of Directors of Sweet Briar Institute is also authorized and empowered to award and confer literary, scientific, professional and honorary degrees, either in the name of Sweet Briar College, upon compliance with Chapter 360, Acts of 1922, or Sweet Briar Institute as the said Board may deem proper."

2. That the proceedings of said meeting were duly entered on the minutes of the proceedings of the Board of Directors of Sweet Briar Institute:

THEREFORE this certificate is now signed by Carl E. Grammer, President of Sweet Briar Institute with its corporate seal hereunto affixed, attested by D. A. Payne, its Secretary, this 17th day of June, 1927.

CARL E. GRAMMER,

SEAL

President of Sweet Briar Institute.

Attest:

D. A. PAYNE, Secretary.

STATE OF NEW YORK
CITY OF ELLENVILLE
COUNTY OF ULSTER

To-wit:—

I, Anna T. Henninger, a Notary Public in and for the City of Ellenville, in the State of New York, do hereby certify that Carl E. Grammer, whose name as President of Sweet Briar Institute is signed to the foregoing certificate for amendment to charter of Sweet Briar Institute, bearing date the 17th day of June, 1927, has acknowledged the same before me in my City and State aforesaid.

My commission expires the 30th day of March, 1928.

Given under my hand and official seal this 17th day of June, 1927.

ANNA T. HENNINGER,

Notary Public.

STATE OF VIRGINIA
CITY OF LYNCHBURG

To-wit:—

I, Ruby Ogden Holt, a Notary Public in and for the City of Lynchburg, in the State of Virginia, do hereby certify that D. A. Payne, whose name as Secretary of Sweet Briar Institute is signed to the foregoing certificate for amendment to charter of Sweet Briar Institute, bearing date June 17th, 1927, has acknowledged the same before me in my City and State aforesaid.

My commission expires the 23rd day of September, 1930.

Given under my hand this 21st day of June, 1927.

RUBY OGDEN HOLT,

Notary Public.

COMMONWEALTH OF VIRGINIA
DEPARTMENT OF THE STATE CORPORATION
COMMISSION

City of Richmond, 6th day of July, 1927.

The accompanying certificate for an amendment to the charter of the Sweet Briar Institute, signed in accordance with law, by Carl E. Grammer, its President under the seal of said corporation, attested by D. A. Payne, its Secretary, and duly acknowledged by them, having been presented to the State Corporation Commission, and the fee, if any, required by law having been paid, the State Corporation Commission having examined said application, now declares that the Sweet Briar Institute, has complied with the requirements of law, and is entitled to the amendment or alteration of its charter set forth in said application. Therefore, it is ordered that the charter of the Sweet Briar Institute, a corporation created by the General Assembly of Virginia, be and the same is amended and altered in the manner and for the purposes set forth in said application, to the same extent as if the said application were now herein transcribed in full, pursuant to the provisions of law.

The said application, with this order, is hereby certified to the Secretary of the Commonwealth for recordation.

BERKLEY D. ADAMS,
Chairman.

(SEAL)

R. T. WILSON,
Clerk of the Commission.

COMMONWEALTH OF VIRGINIA:

Office of the Secretary of the Commonwealth

In the CITY OF RICHMOND, the 6th day of July, 1927.

The foregoing amendment to the charter of Sweet Briar Institute was this day received and duly recorded in this office and certified to the Clerk of the State Corporation Commission.

M. A. HUTCHINSON,
Secretary of the Commonwealth.

(The Corporation has duly complied with Chapter 360, Acts of the General Assembly of Virginia of 1922, referred to in the above Amendment of Charter.)

